

**Hearing Date and Time: April 12, 2012 at 9:45 a.m. (Eastern Time)**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>In re:</b>	:	
	:	<b>Chapter 11</b>
<b>MOTORS LIQUIDATION COMPANY, <u>et al.</u>,</b>	:	
<b>f/k/a General Motors Corp., <u>et al.</u>,</b>	:	<b>Case No. 09-50026 (REG)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>

**RESPONSE OF NATIONWIDE MUTUAL INSURANCE CO., ALLIED GROUP, INC.,  
AND TITAN INSURANCE CO. TO THE GUC TRUST'S 269TH OMNIBUS  
OBJECTION TO CLAIMS (INSUFFICIENT DOCUMENTATION)  
(Related to Docket No. 11511)**

For their Response to the 269th Omnibus Objection to Claims [Doc. No. 11511] (the "Objection") filed by the Motors Liquidation Company GUC Trust (the "GUC Trust") on March 9, 2012, Nationwide Mutual Insurance Company ("Nationwide"), Allied Group, Inc. ("Allied") and Titan Insurance Company ("Titan," and collectively, the "Companies") hereby state the following:

**I. INTRODUCTION**

1. The Companies filed three Proofs of Claim against Motors Liquidating Company (f/k/a General Motors Corporation) (the "Debtor") and assigned Claim Numbers 48378 (Allied), 48376 (Nationwide) and 48377 (Titan) (collectively, the "Claims"). The Companies provided

property and casualty insurance coverage to policyholders related to General Motors Vehicles. The Claims are for amounts the Companies have paid to policyholders on account of insured losses arising from parts malfunctions in General Motors vehicles. (*See* Dec.<sup>1</sup> at ¶ 3).

2. The GUC Trust fails to state a valid objection to the Claims in the Objection. Contrary to the GUC Trust's assertion in the Objection, the Claims **do** include supporting documentation, including the amounts of each of the insured losses and the particular malfunctions giving rise thereto.

3. In addition to the documentation attached to the Claims, since November 2011, the Companies have provided the GUC Trust significant additional information to support the amount and validity of the Claims. This additional information includes check copies and other financial records supporting the dates and amounts of payments from the Companies to policyholders on the insured losses comprising the Claims, records evidencing that the Claims arise from parts malfunctions in vehicles manufactured by General Motors, and conclusions from cause and origin expert reports obtained by the Companies. The Companies have responded to every request for further documentation or information by the GUC Trust. In fact, the Companies have offered to provide even more documentation to support the Claims, including copies of cause and origin expert reports and photographic evidence, subject to agreement as to appropriate measures to protect the Companies' confidential and non-public commercial information.

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<sup>1</sup> Attached hereto as **Exhibit A** and incorporated herein by reference is the Declaration of Cindy Collar, Claims Specialist III of Nationwide Mutual Insurance Company (the "Declaration"). The Declaration was originally filed with this Court in connection with the Companies' Response to the GUC Trust's 220th Omnibus Objection to Claims [Doc. No. 10210], which Response is hereby restated in its entirety and incorporated herein by reference. The GUC Trust and the Companies are currently attempting to resolve all objections to the Claims, including those asserted in the 220th and 269th Omnibus Objections (together, the "Objections").

4. The Companies are currently working with the GUC Trust in an effort to resolve the Objections to the Claims. For the reasons set forth herein and in the Companies' Response to the 220th Omnibus Objection, the Objections should be overruled and the Claims should be allowed in their entirety. The Companies propose that any hearing on the Objections with respect to the Claims should be continued until the GUC Trust and the Companies have either resolved the Objections or have determined that they are unable to reach an agreement with respect to allowance of the Claims.

## **II. THE CLAIMS**

5. Each of the Companies is a provider of, among other insurance products, property and casualty insurance. The Claims are for amounts actually paid by the Companies to policyholders who filed claims under insurance policies written by the Companies. The policyholders are not claimants in these bankruptcy cases. The Companies hold these Claims based on their rights of subrogation under the applicable policies. These amounts were paid to the policyholders as a result of insured losses incurred as a result of parts malfunctions in General Motors vehicles. As set forth in the Declaration and in the other Exhibits hereto, in all but two instances the result of these parts malfunctions was a vehicle fire. (*See* Dec. at ¶ 3).

6. On July 29, 2009, Nationwide filed its initial Proof of Claim against the Debtor's estate (Claim No. 1123), which Nationwide subsequently timely amended on November 25, 2009. The amended Nationwide Proof of Claim, in the amount of \$419,471.01, was assigned Claim No. 48376 (the "Nationwide Claim"). Attached hereto as **Exhibit B** and incorporated herein by reference is the spreadsheet attached to the Nationwide Claim that describes the nature and amount of the insured losses that underlie the Nationwide Claim. (*See* Dec. at ¶ 5).

7. Also on July 29, 2009, Allied filed its initial Proof of Claim against the Debtor's estate (Claim No. 1124), which Allied subsequently timely amended on November 25, 2009. The amended Allied Proof of Claim, in the amount of \$270,499.21, was assigned Claim No. 48378 (the "Allied Claim"). Attached hereto as **Exhibit C** and incorporated herein by reference is the spreadsheet attached to the Allied Claim that describes the nature and amount of the insured losses that underlie the Allied Claim. (*See* Dec. at ¶ 5).

8. On November 25, 2009, Titan timely filed its Proof of Claim in the amount of \$4,001.89, which was assigned Claim No. 48377 (the "Titan Claim"). Attached hereto as **Exhibit D** and incorporated herein by reference is the spreadsheet attached to the Titan Claim that describes the nature and amount of the insured loss that underlies the Titan Claim. (*See* Dec. at ¶ 5).

### **III. ARGUMENT**

9. In the Objection, the GUC Trust asserts that the Claims should be disallowed and expunged from the claims register in this case on the grounds that the Claims fail to include sufficient documentation for the GUC Trust to ascertain the validity of the Claims, or alternatively, that the Claims are contingent and do not represent a current right to payment. The Objection must fail on both counts.

10. Attached to the Claims filed with the Court are spreadsheets detailing the insured losses that entitle the Companies to recover on the Claims. (*See* Exs. B, C, and D attached hereto). Included within the spreadsheets for each insured loss are the claim numbers assigned by the Companies, the insured loss amount, the vehicle involved, and an explanation of the cause of the insured loss. Since November 2011 the GUC Trust and the Companies have been engaged in discussions to attempt to resolve the Objections to the Claims. In connection with those

discussions, the Companies have provided the GUC Trust with significant additional documentation in support of the validity and amount of the Claims, including financial records and conclusions from cause and expert origin reports obtained by the Companies. The GUC Trust has ample information to ascertain the validity of the Claims.

11. The GUC Trust's contention that the Claims should be disallowed on the grounds that they remain contingent also must fail. As set forth in the Companies' Response to the 220th Omnibus Objection [Doc. No. 10210] and in the Declaration, the Claims are for amounts actually paid by the Companies to their policyholders on insured losses. Even before the Objection was filed, the Companies had provided the GUC Trust with copies of checks that provide further evidence of the amounts and dates of those payments. The Companies have already paid their policyholders and the Claims are not contingent.

12. For the reasons set forth herein and in the Response to the 220th Omnibus Objection, the Objections should be overruled and the Claims should be allowed in their entirety.

#### **IV. RESERVATION OF RIGHTS**

13. Each of the Companies hereby expressly reserves its rights to amend its Claim to include additional insured losses not known to the Companies when the Claims were originally filed. If the Claims or any portion thereof are disallowed by this Court, each of the Companies (collectively or individually) hereby expressly reserves their or its right to seek reconsideration under Section 502(j) of the Bankruptcy Code.

14. Each of the Companies hereby expressly reserves their or its right to assert any additional argument or arguments in response to the Objection, whether at a hearing on the Objection or otherwise, and further reserve the right to provide additional documentation in support of the Claims. Each of the Companies also hereby expressly reserves its rights to protect

its confidential and non-public commercial information, including without limitation their right to file additional documentation under seal pursuant to Rule 9018 and/or Rule 9037 of the Federal Rules of Bankruptcy Procedure.

**V. CONCLUSION**

15. For the reasons set forth herein and in the Response to the 220th Omnibus Objection, the Companies respectfully request that the Court overrule the Objections as to the Claims and allow the Claims in their entirety. The Companies further respectfully request that the Court continue any hearing on the Objections with respect to the Claims until the GUC Trust and the Companies have either resolved the Objections or have determined that they are unable to reach an agreement with respect to allowance of the Claims.

Dated: April 5, 2012

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 5th day of April, 2012, the foregoing *Response of Nationwide Mutual Insurance Co., Allied Group, Inc., and Titan Insurance Co. to the GUC Trust's 269th Omnibus Objection to Claims (Insufficient Documentation)* was filed via the Court's electronic filing system, and will be served electronically upon the following parties at the addresses indicated:

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